


# EXHIBIT 25

|   |                         |                   |   |                          |
|---|-------------------------|-------------------|---|--------------------------|
| <b>CORPORATE<br/>POLICY</b>   | DOCUMENT NO.<br>C-126   | REVISED<br>7/1/08 | OWNER<br>Corporate & Public<br>Affairs and Medical<br>Affairs | EFFECTIVE DATE<br>7/1/08 |
|  | TITLE<br>Company Giving |                   |   |                          |

## 1 PURPOSE

Cephalon recognizes the importance of corporate responsibility and constantly strives to be an industry leader and a global corporate citizen. Through appropriate grants, donations and charitable contributions, we share our success with our neighbors and help to build strong communities where Cephalon employees live and work. Cephalon partners with communities by providing funding to qualified organizations. In addition, Cephalon supports high-quality, innovative, educationally-appropriate and timely medical education.

This policy sets forth the principles underlying our provision of grants, donations and charitable contributions in compliance with all country, state, and local laws and regulations. This policy addresses the following types of grants and donations:

- Charitable Contributions
- Non-Clinical Research Grants
- Educational Grants
- Donations of Equipment and Cephalon Products

For purposes of this policy, grants and donations do not include:

- Payments for specific services where the company receives a service in return for the payment (for example, market research, speaking, or consulting).
- Clinical grants for research studies, which are managed through separate review and approval processes.
- Transfers of Cephalon Materials to third parties under terms of Sponsored Research, consulting, or material Transfer Agreements, even if the Materials are provided at no cost.
- Support that is promotional in nature (for example, exhibits, displays), which is guided by local regulations and procedures related to promotional activities.
- The Patient Assistance Program, described on the Company's website [www.cephalon.com](http://www.cephalon.com).

## 2 SCOPE

This policy applies to all subsidiaries, officers, directors, and employees of Cephalon worldwide.

## 3 POLICY DETAILS

### 3.1 Definitions

Definitions of the terms “grants,” “donations,” and “charitable contributions” vary under local laws from country to country. The intention of this policy is not to replace or supersede local definitions, but rather to provide employees with general guidance and references to obtain further information. For purposes of this policy, the terms are defined as follows:

- Charitable Contribution: A monetary donation with no tangible benefit in return except for incidental recognition (e.g., goodwill). The recipient must be an organization lawfully created and recognized for a charitable purpose under applicable law. For example, Cephalon may sponsor a not-for-profit event (e.g., The Red Cross, Disaster Relief Organizations) and may display the company name.
- Non-Clinical Research Grant: A provision of value to an organization to fund bona-fide scientific or medical care activities, where the company does not control the activity. Typically these scientific and medical care activities are about disease states and/or therapeutic areas. The grant is not linked to a specific study/protocol. Non-Clinical Research Grants may include, for example, support to a medical association or institution for their scientific and medical care activities (e.g., general research by the National Sleep Foundation).
- Educational Grant: A provision of value to an organization to fund bona-fide educational activities, where the company does not control or actively participate in the event. Typically these events are about disease states, therapeutic areas and/or product categories. The company does not control the educational program; therefore these activities are not promotional in nature. Does not include medical congresses or symposia when the Company has some control. Educational Grants may include, for example, Independent Medical Education programs, support of a patient association to raise awareness about a disease state, and other educational support.
- Donation of Equipment and Cephalon Products: A provision of equipment or Cephalon products to an institution, government, or organization. Typically these donations are of a medical and/or scientific nature. For example, donations of computers or medical equipment as permitted under local regulations and donations of Cephalon products for emergency disaster relief.

### **3.2 Charitable Contributions**

Cephalon supports a variety of cultural, civic, and educational not-for-profit organizations in communities in which it has a significant presence, including Chester County, Pennsylvania, Salt Lake City, Utah, Minneapolis, Minnesota and several locations in Europe.

Charitable Contributions are usually made only to not-for-profit organizations that hold tax-exempt status. In the United States, such organizations are usually characterized as “501 (c) (3)” according to the U.S. Internal Revenue Service. Recipient organizations outside the United States must qualify for not-for profit status according to local laws. Contributions are not made directly to individuals or in support of events or initiatives that benefit an individual.

The company does not contribute to organizations known to discriminate on the basis of sex, race, or national origin. Contributions are not made to religious organizations for support of the sectarian purpose of the religious organization. Contributions are not made to parties excluded, denied, or barred by the U.S. government.

Political parties or candidates for public office are not considered charitable tax-exempt organizations and, therefore, are ineligible for charitable contributions. Contributions to political parties or candidates for public office are made through the CephPAC and other limited channels where permitted by law (see policy on Political Activities and Lobbying, C-122).

Proposals for Charitable Contributions must be submitted to the Corporate & Public Affairs Department. Charitable Contributions are subject to a review process managed by a Charitable Contributions Committee. In evaluating requests, the committee looks for promising or proven effective, quality programs that provide services directly to residents in Cephalon communities.

Additionally, Cephalon has created an employee matching gift program which is coordinated by Corporate and Public Affairs. Through this program, employees are empowered to make important charitable giving decisions for the company. The program allows full-time employees to support the charities of their choice and Cephalon will provide a dollar-for-dollar match up to \$250. Guidelines for the program and a submission form are available on the company intranet.

### **3.3 Non-Clinical Research Grants**

Cephalon supports innovation in science by providing Non-Clinical Research Grants to appropriate organizations (for example, support to a medical association or institution for their scientific and medical care activities). Activities funded by Non-Clinical Research Grants are independent, not promotional in nature, and will never be tied to, or be a reward for, the prescribing of our products, or placement on formulary.



### **3.4 Educational Grants**

Cephalon provides Educational Grants to support Independent Medical Education programs (IMEs), which are intended to enhance a healthcare professional's ability to care for patients. They are typically peer-to-peer activities, sponsored by an independent organization (the "provider") that is accredited and retains sole responsibility for, and control over, the selection of content, faculty, educational methods and materials for the IME program or scientific meeting. All such programs supported by Cephalon must be independent, objective, balanced and reflect scientific rigor in content. In sum, they must remain free of commercial influence. Requests for Educational Grants to support IME programs will be reviewed and approved by the Medical Affairs Department and Grant Review Committee, both of which are separate from Sales and Marketing.

In addition to IME programs, Cephalon may support a variety of other Educational Grants, which are subject to review by the appropriate internal committee or department depending upon the nature of the activity (for example, the Grant Review Committee or the Charitable Contributions Committee).

### **3.5 Donations of Equipment and Cephalon Products**

Cephalon directs its donated resources to critical health needs defined by governments or Non-Governmental Organizations (NGOs), in response to a request from a government, NGO, or a medical practitioner on behalf of an individual or individuals in need.

Contributions of Cephalon product are made in accordance with the World Health Organization's (WHO's) Core Principles for drug donations. Cephalon's drug donations:

- benefit the recipient to the maximum extent possible;
- are made with respect for the wishes and authority of the recipient, and are supportive of existing government health policies and administrative arrangements;
- have no double standards in quality; and
- are made with effective communication between the donor and the recipient.

Cephalon provides donated drugs that are appropriate for the medical conditions and medical needs of the population in a country. Donations are made to countries where the medical and related non-medical infrastructure is sufficiently developed to support administration and adherence to drug therapy. Preference for bulk product placement and disaster response donations will be given to NGOs that maintain active membership in best practice organizations such as the Partnership for Quality Medical Donations (PQMD) that support the ethical donation of medical products.

Cephalon responds to requests for assistance with medicine that is approved for use by the authorities in that location, has been prescribed by a physician, is medically necessary, is appropriate, can be used effectively, and for which an individual or health

care institution has no other means available for payment. Cephalon product donations are made to countries with sufficient governance, legal structure, and inclination to enforce the law to minimize risk of diversion or re-export or are made through NGOs that can ensure delivery and use by intended recipients.

Where possible, product and equipment donations should be made in such a manner that they will qualify for tax-exempt status in the country from which the donation originated.

#### **4 RESPONSIBILITY**

The Corporate & Public Affairs Department and Medical Affairs Department will jointly maintain and update this policy, when appropriate.

Oversight of a Grant, Donation, or Charitable Contribution will be the responsibility of the Corporate & Public Affairs Department and/or Medical Affairs Department, depending upon the objectives and details of the Grant, Donation, or Charitable Contribution.

---

|   |                        |
|---|------------------------|
| <b>Approving – Vice President Corporate &amp; Public Affairs:</b> | <b>Sheryl Williams</b> |
| <b>Approving Executive Committee Member:</b>                      | <b>Lesley Russell</b>  |